

B6 Summary (Official Form 6 - Summary) (12/07)

United States Bankruptcy Court
Southern District of Texas Brownsville Division

In re **Bayside Capital, LLC**

Debtor

Case No. **10-10330**Chapter **11**

SUMMARY OF SCHEDULES - FIRST AMENDED

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	2	16,434,223.44		
B - Personal Property	Yes	4	1,412,333.10		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	5		15,722,983.02	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2		17,505.46	
F - <u>Creditors Holding Unsecured Nonpriority Claims</u>	Yes	15		<u>2,522,551.17</u>	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		30			
Total Assets			17,846,556.54		
Total Liabilities				<u>18,263,039.65</u>	

B6F (Official Form 6F) (12/07)

In re **Bayside Capital, LLC**Case No. **10-10330**

Debtor

FIRST AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H U S B A N D W I F E J O I N T O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.			Architecture services				
5G Studio Collaborative 311 N. Market St., #230 Dallas, TX 75202		-					25,314.98
Account No. Customer #7006			2010 Goods and/or Services for Amberjacks				
Ace Hardware-Padre Island c/o Asbury Enterprises, LLC 723 W. 9th St. Rockport, TX 78382		-					63.05
Account No. Amberjacks			Goods and/or Services				
Admiral Linen 2121 N. 77 Sunshine St. Harlingen, TX 78550		-					1,489.97
Account No. 3-0863-0011615			2010 Waste disposal services for 209 W. Whiting				
Allied Waste Servcies #863 P.O. Box 78829 Phoenix, AZ 85062		-					290.23
Subtotal (Total of this page)							27,158.23

14 continuation sheets attached

B6F (Official Form 6F) (12/07) - Cont.

In re **Bayside Capital, LLC**Case No. **10-10330**

Debtor

FIRST AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. 3-0863-0078469 Allied Waste Servcies #863 P.O. Box 78829 Phoenix, AZ 85062		-	2010 Waste disposal services for Amberjacks Bar & Grill				470.16
Account No. Jim's Pier Arenas, Ricardo 1818 Oklahoma Ave. Port Isabel, TX 78578		-	Web design				850.00
Account No. Bonnett Fairbourn, Friedman & Balint, PC 2901 N. Central, Suite 1000 Phoenix, AZ 85012		-	Legal fees				10,950.13
Account No. Casa Grande Capital, LLC P.O.Box 5061 Carefree, AZ 85377		-	Intercompany loan				208,937.50
Account No. Centenial Corp. Center, LLC P.O. Box 5061 Carefree, AZ 85377		-	Intercompany loan				213,000.00
Sheet no. 1 of 14 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)
							434,207.79

B6F (Official Form 6F) (12/07) - Cont.

In re **Bayside Capital, LLC**Case No. **10-10330**

Debtor

FIRST AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.			Linens				
Cintas 700 Dawson Road Mercedes, TX 78570		-					391.13
Account No.			Claims made in Cause No. 417-01311-2010; City Bank v. Bayside Capital, LLC and Douglas A. Dragoo, in the 417th District Court of Collin County, TX	X	X	X	
City Bank 7800 Preston Road, Suite 201 Plano, TX 75024		-					200,000.00
Account No.			Notification for: City Bank				Notice Only
Michael Hicks Mullin Hoard & Brown, LLP P.O. Box 2585 Lubbock, TX 79408-2585							
Account No.			Claims in Cause No. DC-09-15001; Continental Adjusters v. Lance Mullins and Bayside Capital, LLC, in the 192nd District Court of Dallas County, TX	X	X	X	
Continental Adjusters 8235 Douglas Avenue, #106 Dallas, TX 75225		-					81,588.87
Account No.			Notification for: Continental Adjusters				Notice Only
Steven Lockhart Gardere Wynne Sewell 1601 Elm Street, Ste. 3000 Dallas, TX 75201							
Sheet no. 2 of 14 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)
							281,980.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Bayside Capital, LLC**Case No. **10-10330**

Debtor

FIRST AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Intercompany loan				193,958.79
Cornerstone at Glendale, LLC P.O. Box 5061 Carefree, AZ 85377		-					
Account No.			Intercompany loan				10,155.00
Crimson Canyon, LLC P.O. Box 5061 Carefree, AZ 85377		-					
Account No.			Cash register services				2,374.99
CTCR Solutions 1011 W. Harrison Harlingen, TX 78550		-					
Account No. 90993			Water softener				349.20
Culligan P.O. Box 1029 San Benito, TX 78586		-					
Account No.			Fish bait				2,769.46
Del Mar Distributing Co. P.O. Box 270300 Corpus Christi, TX 78427		-					
Subtotal (Total of this page)							209,607.44

Sheet no. 3 of 14 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re **Bayside Capital, LLC**Case No. **10-10330**

Debtor

FIRST AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Intercompany loan				
Douglas A. Dragoo P.O. Box 5061 Carefree, AZ 85377-5061		-					113,435.38
Account No. Invoice #2136122			2010 Dishwashing machine rental				
Ecolab P.O. Box 70343 Chicago, IL 60673-0343		-					147.24
Account No. AMBE0036-0001			Pest elimination				
Ecolab Pest Elimination P.O. Box 6007 Grand Forks, ND 58206-6007		-					541.25
Account No.			Property management				
Franke Inc. Rentals 8605 Padre Blvd. South Padre Island, TX 78597		-					6,107.89
Account No. 036451			Meats				
Freedman FoodSrv Dept. 26, Box 1066 Houston, TX 77251-1066		-					7,489.26
Sheet no. 4 of 14 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							127,721.02

B6F (Official Form 6F) (12/07) - Cont.

In re **Bayside Capital, LLC**Case No. **10-10330**

Debtor

FIRST AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. 1127			Fresh produce				844.26
Freshpoint P.O. Box 14544 Austin, TX 78761		-					
Account No.			Claims made in Cause No. 2009-40176; Gary Shoemaker and Joel Moore Group, Inc. v. William Lance Mullins, et al; In the 165th Judicial District Court of Harris County, TX	X	X	X	27,151.92
Gary Shoemaker Joel Moore Group, Inc. JMG Inc. 10003 Meadow Lake Lane Houston, TX 77042		-					
Account No.			Notification for: Gary Shoemaker Joel Moore Group, Inc.				Notice Only
Matt Childs Tekell, Book, Allen & Morris 1221 McKinney, Suite 4300 Houston, TX 77010							
Account No.			Copy machine				1,272.30
GE Capital Box 31001-0497 Pasadena, CA 91110-0497		-					
Account No.			Intercompany loan				220,206.62
Golden Opportunity Funds, LLC P.O. Box 5061 Carefree, AZ 85377		-					
Subtotal (Total of this page)							249,475.10

Sheet no. **5** of **14** sheets attached to Schedule of
 Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re **Bayside Capital, LLC**Case No. **10-10330**

Debtor

FIRST AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C					
Account No. Cust #: 01/0004017950			Paper products				999.12
Gulf Coast Paper Co. 635 Billy Mitchell Blvd. Brownsville, TX 78521		-					
Account No. 0001106			2010 Electricity for 209 W. Whiting				1,068.82
Hino Electric Power Company 2759 W. Bus. 83 Harlingen, TX 78552		-					
Account No.			Fuel				6,169.16
Hino Gas Sales Inc. P.O. Box 1910 Harlingen, TX 78551		-					
Account No.			Intercompany loan				30,838.45
Hollowbrook Capital, LLC P.O. Box 5061 Carefree, AZ 85377		-					
Account No.			Architecture services				9,303.27
Humphreys & Partners 5339 Alpha Rd. Dallas, TX 75240		-					
Sheet no. 6 of 14 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)
							48,378.82

B6F (Official Form 6F) (12/07) - Cont.

In re **Bayside Capital, LLC**Case No. **10-10330**

Debtor

FIRST AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Legal fees				
Hunton & Williams 1445 Ross Ave, #3700 Dallas, TX 75202-2799		-					54,465.72
Account No.			Intercompany loan				
I-17 Partners, LLC P.O. Box 5061 Carefree, AZ 85377		-					1,200.00
Account No.			Required notice only				
Internal Revenue Service Centralized Insolvency Operations P.O. Box 21126 Philadelphia, PA 19114		-					0.00
Account No. Amberjacks/Inv 2009-9546			Repair				
J&L A/C & Refrigeration P.O. Box 13180 Port Isabel, TX 78578		-					324.62
Account No. Invoice #324			3/26/2010 Goods and/or Services				
Keep'n It Reel 20101 Lawson Lane Huntington Beach, CA 92646		-					1,526.00
Sheet no. <u>7</u> of <u>14</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							57,516.34

B6F (Official Form 6F) (12/07) - Cont.

In re **Bayside Capital, LLC**Case No. **10-10330**

Debtor

FIRST AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. 17-4816-09		-	Water for 211 W. Swordfish				65.75
Laguna Madre Water District 105 Port Road Port Isabel, TX 78578-4228							
Account No. 17-4803-06		-	Water for 209 W. Whiting				110.54
Laguna Madre Water District 105 Port Road Port Isabel, TX 78578-4228							
Account No. 0001-Amberjacks		-	Advertising				2,657.07
Lamar Companies P.O. Box 96030 Baton Rouge, LA 70896							
Account No.		-	Electrical services				3,191.10
Marine Electric Service P.O. Box 397 Port Isabel, TX 78578							
Account No. 101011 re: First National Bank		-	Legal Fees				5,075.95
Mathews & Willis, PC 1650 Paredes Line Rd., Suite 102 Brownsville, TX 78521							
Subtotal (Total of this page)							11,100.41

Sheet no. 8 of 14 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

Sheet no. **8** of **14** sheets attached to Schedule of
 Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re **Bayside Capital, LLC**Case No. **10-10330**

Debtor

FIRST AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. MB0334 (Amberjacks)			Copier supplies				563.76
Nevill 1305 W. Beltline Rd., #320 Carrollton, TX 75006							
Account No.			Produce				4,816.39
Nicho Produce Co. P.O. Box 1136 Edinburg, TX 78540							
Account No.	X	-	Goods and/or Services				152.50
Nuco2 P.O. Box 9011 Stuart, FL 34995							
Account No. 566317			Food				2,009.85
Oak Farms - San Antonio P.O. Box 200349 Dallas, TX 75320-0349							
Account No. Invoice #334			4/15/2010 Goods and/or Services				275.00
Octavio's Remodeling & Glass P.O.Box 1245 Port Isabel, TX 78578							
Sheet no. 9 of 14 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							7,817.50

B6F (Official Form 6F) (12/07) - Cont.

In re **Bayside Capital, LLC**Case No. **10-10330**

Debtor

FIRST AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.			Intercompany loan (commission)				500,000.00
Paragon Properties Ltd., Inc. P.O. Box 5061 Carefree, AZ 85377		-					
Account No.			Intercompany loan (other)				54,000.00
Paragon Properties Ltd., Inc. P.O. Box 5061 Carefree, AZ 85377		-					
Account No.			Intercompany loan				58,500.00
Patriot Partner, LLC P.O. Box 5061 Carefree, AZ 85377		-					
Account No.			Merchandise				475.87
Pepper's Performance Eyeware 3001 Pulawski Way Pittsburgh, PA 15219		-					
Account No.			Advertising				8,878.19
Port Isabel Press Box 308 Port Isabel, TX 78578		-					
Subtotal (Total of this page)							621,854.06

Sheet no. 10 of 14 sheets attached to Schedule of
 Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re Bayside Capital, LLCCase No. 10-10330

Debtor

FIRST AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. <u>Inv #s 14711 & 14774</u>			<u>For Jim's Pier</u>				
<u>Printa Image</u> <u>2494 Central Blvd, Suite H</u> <u>Brownsville, TX 78520</u>		-					
							<u>86.60</u>
Account No. <u>105000</u>			<u>Dish audio</u>				
<u>Prosound, Inc.-Muzak</u> <u>P.O. Box 3456</u> <u>Harlingen, TX 78551</u>		-					
							<u>522.83</u>
Account No. <u>Amberjacks</u>			<u>Electrical repair</u>				
<u>Reliable Electric Company</u> <u>501 W. South Shore</u> <u>Port Isabel, TX 78578</u>		-					
							<u>680.98</u>
Account No.			<u>Intercompany loan</u>				
<u>Reliance Financial, Inc.</u> <u>P.O. Box 5061</u> <u>Carefree, AZ 85377</u>		-					
							<u>18,900.00</u>
Account No.			<u>Legal fees</u>				
<u>Roerig Oliviera & Fisher</u> <u>855 W. Price Rd, #9</u> <u>Brownsville, TX 78520</u>		-					
							<u>10,576.87</u>
Sheet no. <u>11</u> of <u>14</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							<u>30,767.28</u>

B6F (Official Form 6F) (12/07) - Cont.

In re **Bayside Capital, LLC**Case No. **10-10330**

Debtor

FIRST AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Southwest Holdings of Colorado Springs, LLC P.O. Box 5061 Carefree, AZ 85377	-	Intercompany loan				89,000.00
Account No.						
Specialty Restoration of Texas Attn: Wayne Redding P.O. Box 7103 Waco, TX 76714	-			X	X	100,000.00
Account No. 996603						
Sysco San Antonio P.O. Box 18364 San Antonio, TX 78218	-	Food				39,969.75
Account No. 6120422						
Terminex 8002 Westway Drive Harlingen, TX 78552	-	Pest control				1,071.66
Account No.						
Nationwide Credit, Inc. P.O. Box 740640 Atlanta, GA 30374-0640		Notification for: Terminex				Notice Only
Sheet no. <u>12</u> of <u>14</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						230,041.41

B6F (Official Form 6F) (12/07) - Cont.

In re **Bayside Capital, LLC**Case No. **10-10330**

Debtor

FIRST AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. C000021873 Texas General Land Office P.O. Box 12873 Austin, TX 78711		-	Lease of Marina				10,428.00
Account No. C000021886 Texas General Land Office Box 12873 Austin, TX 78711		-	Fee/rent				30,000.00
Account No. Texas Workforce Commission Bankruptcy Unit, Room 556 101 E. 15th Street Austin, TX 78778-0001		-	Required notice only				0.00
Account No. The Monitor P.O. Box 3267 McAllen, TX 78502		-	Advertising				5,284.00
Account No. 262860240142805 Time Warner Cable P.O. Box 650047 Dallas, TX 75625-0047		-	Cable for Laguna Apartments				783.83
Sheet no. 13 of 14 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page) 46,495.83

B6F (Official Form 6F) (12/07) - Cont.

In re **Bayside Capital, LLC**Case No. **10-10330**

Debtor

FIRST AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.							
Credit Management, LP Collection Agent for Time Warner Cable 4200 International Parkway Carrollton, TX 75007-1906			Notification for: Time Warner Cable				Notice Only
Account No.							
Washington Capital Partnership, LLLP P.O. Box 5061 Carefree, AZ 85377		-	Intercompany loan				111,000.00
Account No. Amberjacks							
WelcomeLinks Mktg CutomerEclub 2783 Martin Rd., #334 Dublin, OH 43017-2094		-	Web design				63.89
Account No. 1031062							
White Lumber & Supply P.O. Box Q 927 S. Garcia St. Port Isabel, TX 78578		-	Goods and/or Services				530.15
Account No.							
Winstead PC 5400 Renaissance Tower 1201 Elm Street Dallas, TX 75270		-	Legal fees				26,835.90

Sheet no. 14 of 14 sheets attached to Schedule of
 Creditors Holding Unsecured Nonpriority Claims

Subtotal
 (Total of this page)

138,429.94

Total
 (Report on Summary of Schedules)

2,522,551.17

B6 Declaration (Official Form 6 - Declaration), (12/07)

United States Bankruptcy Court
Southern District of Texas Brownsville Division

In re **Bayside Capital, LLC**

Debtor(s)

Case No. **10-10330**

Chapter **11**

DECLARATION CONCERNING DEBTOR'S SCHEDULES - FIRST AMENDED

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Manager of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 16 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date **June 8, 2010**

Signature **/s/ Douglas A. Dragoo**

Douglas A. Dragoo
Manager

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.